

EXHIBIT C

To Quarterly Application

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
)
W.R. GRACE & CO., et. al.,) Case No. 01-01139 (JKF)
) (Jointly Administered)
Debtors.)
) Objection Deadline: May 29, 2012 @ 4:00 p.m.
) Hearing Date: Only if Objection is Timely Filed
)

**TWENTY-FIFTH MONTHLY APPLICATION OF SCARFONE HAWKINS LLP
AS SPECIAL COUNSEL FOR THE CANADIAN ZAI CLAIMANTS**

Name of Applicant:	Scarfone Hawkins LLP
Authorized to Provide Professional Services to:	Canadian Zonolite Attic Insulation Claimants ("Canadian ZAI Claimants")
Date of Retention:	March 19, 2010 <i>nunc pro tunc</i> December 21, 2009
Period for which compensation and reimbursement is sought:	March 1, 2012, through March 31, 2012
Amount of compensation sought as actual, reasonable and necessary:	CDN \$ 4,796.25
Amount of expense reimbursement (includes Harmonized Sales Tax of 13% ¹) sought as actual, reasonable and necessary:	CDN \$ 627.60

This Applicant's Twenty-Fifth Monthly Application.

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¹ On July 1, 2010, the Harmonized Sales Tax (HST) took effect in Ontario and is applied to most purchases and transactions. The 13% HST replaces the federal goods and services tax (GST) and the provincial sales tax (PST).

Summary of Monthly Fee and Expense Invoice Statements for Compensation Period:

Date Filed	Period Covered	Requested Fees (CDN \$)	Requested Expenses (CDN \$)	Paid Fees (CDN \$)	Paid Expenses (CDN \$)
04/30/2010 Dkt. #24697	December 21, 2009 - March 31, 2010	\$ 98,678.75 Reduction -\$708.50	\$ 10,399.55	\$ 78,943.00 \$ 19,027.25	\$ 10,399.55
06/01/2010 Dkt. #24878	April 1, 2010 – April 30, 2010	\$ 14,765.25	\$ 812.67	\$ 11,812.20 \$ 2,953.05	\$ 812.67
06/30/2010 Dkt. #25015	May 1, 2010 – May 31, 2010	\$ 21,221.25	\$ 3,327.71	\$ 16,977.00 \$ 4,244.25	\$ 3,327.71
07/28/2010 Dkt. #25127	June 1, 2010 – June 30, 2010	\$ 23,507.50	\$ 2,994.15	\$ 18,806.00 \$ 4,701.50	\$ 2,994.15
08/31/2010 Dkt. #25297	July 1, 2010 – July 31, 2010	\$ 17,232.50	\$ 2,259.90	\$ 13,786.00 \$ 3,446.50	\$ 2,259.90
09/29/2010 Dkt. #25497	August 1, 2010 – August 31, 2010	\$ 10,663.75	\$ 1,403.95	\$ 8,531.00 \$ 2,132.75	\$ 1,403.95
10/29/2010 Dkt. #25666	September 1, 2010 – September 30, 2010	\$ 5,833.75	\$ 2,153.94	\$ 4,667.00 \$ 1,166.75	\$ 2,153.94
12/03/2010 Dkt. #25858	October 1, 2010 – October 31, 2010	\$ 6,840.00	\$ 897.99	\$ 5,472.00 \$ 1,368.00	\$ 897.99
01/05/2011 Dkt. #26018	November 1, 2010 – November 30, 2010	\$ 5,030.00	\$ 653.90	\$ 4,024.00 \$ 1,006.00	\$ 653.90
01/28/2011 Dkt. #26132	December 1, 2010 – December 31, 2010	\$ 11,478.75	\$ 1,513.55	\$ 9,183.00 \$ 2,295.75	\$ 1,513.55
03/08/2011 Dkt. #26512	January 1, 2011 – January 31, 2011	\$ 22,076.25	\$ 4,516.93	\$ 17,661.00 \$ 4,415.25	\$ 4,516.93
04/01/2011 Dkt. #26700	February 1, 2011 – February 28, 2011	\$ 13,196.25	\$ 2,535.34	\$ 10,557.00 \$ 2,639.25	\$ 2,535.34
05/12/2011 Dkt. #26925	March 1, 2011 – March 31, 2011	\$ 6,217.50	\$ 808.28	\$ 4,974.00 \$ 1,243.50	\$ 808.28
06/10/2011 Dkt. #27068	April 1, 2011 – April 30, 2011	\$ 17,471.25	\$ 2,475.77	\$ 13,977.00 \$ 3,494.25	\$ 2,475.77
06/30/2011 Dkt. #27196	May 1, 2011 – May 31, 2011	\$ 3,720.00	\$ 493.40	\$ 2,976.00 \$ 744.00	\$ 493.40
08/04/2011 Dkt. #27374	June 1, 2011 – June 30, 2011	\$ 7,965.00	\$ 1,067.51	\$ 6,372.00 \$ 1,593.00	\$ 1,067.51
08/31/2011 Dkt. #27534	July 1, 2011 – July 31, 2011	\$ 7,597.50	\$ 989.49	\$ 6,078.00 \$ 1,519.50	\$ 989.49
10/04/2011 Dkt. #27716	August 1, 2011 – August 31, 2011	\$ 6,483.75	\$ 851.59	\$ 5,187.00 \$ 1,296.75	\$ 851.59
11/14/2011 Dkt. #27939	September 1, 2011- September 30, 2011	\$ 15,104.64	\$ 4,604.40	\$ 12,083.71 \$ 3,020.93	\$ 4,604.40

**Summary of Monthly Fee and Expense Invoice Statements for Compensation Period
(Continued):**

Date Filed	Period Covered	Requested Fees	Requested Expenses	Paid Fees	Paid Expenses
12/15/2011 Dkt. #28163	October 1, 2011 – October 31, 2011	\$ 3,735.00	\$ 2,705.74	\$ 2,988.00	\$ 2,705.74
01/25/2012 Dkt. #28414	November 1, 2011- November 30, 2011	\$ 3,450.00	\$ 448.50	\$ 2,760.00	\$ 448.50
2/21/2012 Dkt. #28556	December 1, 2011- December 31, 2011	\$ 2,598.75	\$ 337.84	\$ 2,079.00	337.84
3/9/2012 Dkt. #28647	January 1, 2012- January 31, 2012	\$ 3,435.00	\$ 449.79	Pending	Pending
4/17/2012 Dkt. #28788	February 1, 2012- February 29, 2012	\$ 7,451.25	\$ 978.82	Pending	Pending

Fee Detail by Professional for the Period of March 1, 2012, through March 31, 2012:

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate ² (including changes)	Total Billed Hours	Total Fees (CDN \$)
David Thompson	Partner, 23 Years 1988	\$525.00	7.05	\$ 3,701.25
David Thompson – Travel			0.00	0.00
Matthew G. Moloci	Partner, 13 Years 1998	\$450.00	1.90	\$ 855.00
Matthew G. Moloci - Travel			0.00	0.00
Cindy Yates	Law Clerk, 25 Yrs.	\$120.00	2.00	\$ 240.00
Grand Total			10.95	\$ 4,796.25
Blended Rate				\$ 438.01
Blended Rate (excluding Law Clerk time)				\$ 509.08

² Scarfone Hawkins LLP increased its hourly rates as of January 1, 2011.

Monthly Compensation by Matter Description for the Period of March 1, 2012, through March 31, 2012:

Project Category	Total Hours	Total Fees (CDN \$)
04 - Case Administration	6.05	\$ 3,078.75
11 - Fee Applications, Applicant	3.10	\$ 810.00
12 – Fee Applications, Others	0.00	0.00
14 – Hearings	0.00	0.00
16 - Plan and Disclosure Statement	0.00	0.00
20 - Travel (Non-Working)	0.00	0.00
24 – Other	1.80	\$ 907.50
TOTAL	10.95	\$ 4,796.25

Monthly Expense Summary for the Period March 1, 2012, through March 31, 2012:

Expense Category	Service Provider (if applicable)	Total Expenses
Photocopies (In House)		0.00
Postage		0.00
Travel – Meals		0.00
Travel – Accommodations		0.00
Travel – Airline		0.00
Travel – Taxi & Parking		0.00
Long Distance Calls		3.62
Harmonized Sales Tax (HST) 13%		\$ 623.98
TOTAL		\$ 627.60

PLEASE TAKE NOTICE that Scarfone Hawkins LLP (the “Applicant”) has today filed this Notice of Monthly Fee and Expenses Invoice for March 1, 2012, through March 31, 2012, (this “Monthly Fee Statement”)³ pursuant to the Modified Order Granting The Canadian ZAI

³Applicant’s Invoice for March 1, 2012, through March 31, 2012, is attached hereto as **Exhibit A**.

Claimants' Application for Appointment of Special Counsel [Docket No. 24508] and the Amended Administrative Order Under 11 U.S.C., §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members [Docket No. 1949].

PLEASE TAKE FURTHER NOTICE that responses or objections to this Monthly Fee Statement, if any, must be filed on or before May 29, 2012, at 4:00 p.m. (prevailing Eastern Time) (the "Objection Deadline") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE that you must also serve a copy of any such response or objection upon the Notice Parties so as to be received by the Notice Parties on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE that upon the expiration of the Objection Deadline, the Applicant shall file or cause to be filed with the Court, and serve on the Notice Parties, a certificate of no objection, certifying that no objection, or a partial objection, has been filed with the Court relative to this Application, whichever is applicable, after which the Debtors are authorized and required to pay the Applicant an amount equal to (a) eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in the Monthly Fee Statement or (b) eighty percent (80%) of the fees and one hundred percent (100%) of the expenses not subject to any objection. All fees and expenses in this Monthly Fee Statement will be included in the next quarterly application for compensation and reimbursement of expenses to be filed and served by the Applicant at a later date, and will be subject to objections at such time.

PLEASE TAKE FURTHER NOTICE that Applicant respectfully requests that, for the period March 1, 2012, through March 31, 2012, an allowance be made to Scarfone Hawkins LLP

for compensation in the amount of CDN \$4,796.25 and actual and necessary expenses in the amount of CDN \$627.60 (13% Harmonized Sales Tax) for a total allowance of CDN \$5,423.85; Actual Interim Payment of CDN \$3,837.00 (80% of the allowed fees) and reimbursement of CDN \$627.60 (100% of the allowed expenses) be authorized for a total payment of CDN \$4,464.60; and for such other and further relief as this Court may deem just and proper.

PLEASE TAKE FURTHER NOTICE that Applicant believes that the Application and the description of services set forth herein of work performed are in compliance with the requirements of Delaware Local Rule 2016-2, the Amended Administrative Order, and the applicable guidelines and requirements of the Bankruptcy Code, Federal Rules of Bankruptcy Procedure, and the Executive Office for the United States Trustee. A true and correct copy of the Certification of David Thompson is attached hereto as **Exhibit B**.

Dated: May 4, 2012

Respectfully submitted,

By:

/s/ Daniel K. Hogan

Daniel K. Hogan (DE Bar No. 2814)
THE HOGAN FIRM
1311 Delaware Avenue
Wilmington, Delaware 19806
Telephone: 302.656.7540
Facsimile: 302.656.7599
Email: dkhogan@dkhogan.com

**Counsel to the Representative Counsel as Special
Counsel for the Canadian ZAI Claimants**

EXHIBIT A

**W.R. GRACE & CO., et al.
CDN ZAI CLASS ACTION**

U.S. FEE APPLICATION
DATE:
March 31, 2012
OUR FILE NO: 05L121

Scarfone Hawkins LLP

H.S.T. REGISTRATION NO. 873984314 RT – 0001

CANADIAN ZAI MONTHLY FEE APPLICATION (March 1, 2012 – March 31, 2012)

DATE	PROFESSIONAL SERVICE	LAWYER	RATE/HR	HOURS	AMOUNT
03 /01/12	review Matt Moloci memo, receipt Karen Harvey email, review and execute amended certification of counsel, emails to and from Careen Hannouche re: payment received from the Hogan Firm	DT	\$525.00	0.35	\$183.75
03 /01/12	receipt of several emails from Lauren Campbell re: 8th quarterly fee applications	DT	\$525.00	0.25	\$131.25
03 /01/12	discuss and review with Matt Moloci, memo to Matt Moloci, re accounts receivable and unbilled disbursements	DT	\$525.00	0.35	\$183.75
03 /01/12	Emails from and to David Thompson re status of U.S. proceedings	MGM	\$450.00	0.10	\$45.00
03 /02/12	receipt Don Pinchin email, letter to Pinchin, receipt MGM memo	DT	\$525.00	0.25	\$131.25
03 /02/12	Review email from Don Pinchin and reply regarding U.S. decision, appeals and effect upon anticipated CDN ZAI claims administration process; email from David Thompson	MGM	\$450.00	0.20	\$90.00
03 /05/12	receipt of and respond to class member inquiries	DT	\$525.00	0.25	\$131.25
03 /05/12	receipt Careen Hannouche email, email to Careen Hannouche, letter to Dan Hogan, receipt MGM memo re status of U.S. appeals	DT	\$525.00	0.35	\$183.75
03 /05/12	receipt Sandra McCash and Bridget Scott note, memo to file, prepare standard response	DT	\$525.00	0.25	\$131.25
03 /05/12	Email report from David Thompson regarding unbilled disbursements and outstanding accounts receivable relating to matter; review and reply to Thompson	MGM	\$450.00	0.10	\$45.00
03 /05/12	Email from Careen Hannouche with attached Grace Notice of Entry of Order Confirming the First Amended Joint Plan of Reorganization as received by CDN ZAI claimants; review	MGM	\$450.00	0.10	\$45.00

	and reply to Hannouche				
03 /06/12	receipt of and respond to class member inquiries	DT	\$525.00	0.25	\$131.25
03 /06/12	emails to and from Careen Hannouche and follow-up to discuss with Matt Moloci	DT	\$525.00	0.25	\$131.25
03 /06/12	receipt Dan Hogan memo, review District Court and 3rd Circuit Dockets, memo to Matt Moloci	DT	\$525.00	0.50	\$262.50
03 /06/12	Further emails from and to Careen Hannouche and David Thompson regarding Notice sent to CDN ZAI claimants, status and effect upon carrying-out claims administration process	MGM	\$450.00	0.10	\$45.00
03 /06/12	Email report from Dan Hogan with attached list of timely appeals filed and status of final plan confirmation; review email and attachments	MGM	\$450.00	0.20	\$90.00
03 /06/12	Email from David Thompson to CDN ZAI claimant Anderson regarding status of claim and U.S. plan confirmation process; review	MGM	\$450.00	0.10	\$45.00
03 /07/12	discuss with CY re status and follow-up	DT	\$525.00	0.10	\$52.50
03 /07/12	receipt of and respond to multiple and various class member inquiries re notice sent out	DT	\$525.00	0.75	\$393.75
03 /08/12	Email from David Thompson in follow-up to Dan Hogan's report regarding further motions and appeal proceedings; email to Keith Ferbers forwarding Dan Hogan's email and report; email reply from Ferbers	MGM	\$450.00	0.20	\$90.00
03 /09/12	receipt of and respond to class member inquiries and follow-up with Cindy Yates and Bridget Scott	DT	\$525.00	0.25	\$131.25
03 /09/12	receipt Cindy Yates memo, memo to Matt Moloci re preparation of monthly fee application	DT	\$525.00	0.25	\$131.25
03 /09/12	receipt and review Lauren Campbell email, review application and certificate	DT	\$525.00	0.25	\$131.25
03 /12/12	Emails from David Thompson reporting on accounts receivable, unbilled disbursements, fee applications and payments received; review and consider	MGM	\$450.00	0.10	\$45.00
03 /13/12	Emails from David Thompson and Michel Belanger regarding report of Don Pinchin and observations; review	MGM	\$450.00	0.10	\$45.00
03 /14/12	Emails from and to Cindy Yates with attached receipt and reconciliation of Grace payment of The Hogan Firm, November 2011 fee application	MGM	\$450.00	0.10	\$45.00
03 /14/12	Email from Anna Vetere of Collectiva regarding Don Pinchin's report with comments; review	MGM	\$450.00	0.10	\$45.00
03 /18/12	Email to David Thompson regarding U.S. motions and appeals proceedings	MGM	\$450.00	0.10	\$45.00
03 /19/12	memos to and from Matt Moloci regarding U.S. motions and appeals	DT	\$525.00	0.10	\$52.50
03 /19/12	emails to and from Keith Ferbers reporting on status of U.S. motions and appeals	DT	\$525.00	0.10	\$52.50

03 /19/12	emails to and from Anna Vetere regarding Don Pinchin email	DT	\$525.00	0.25	\$131.25
03 /19/12	receipt and review Lauren Campbell email with respect to 23rd Fee Application	DT	\$525.00	0.25	\$131.25
03 /22/12	receipt of and respond to class member inquiries	DT	\$525.00	0.25	\$131.25
03 /23/12	receipt of and respond to class member inquiries	DT	\$525.00	0.25	\$131.25
03 /23/12	receipt of and respond to class member inquiries	DT	\$525.00	0.25	\$131.25
03 /26/12	emails to Karen Harvey, follow-up email to Careen Hannouche re: Don Pinchin comments on minutes of meeting, memos to and from CY	DT	\$525.00	0.35	\$183.75
03 /26/12	Emails from Karen Harvey and Cindy Yates regarding fee auditor's report and Don Pinchin services and expenses; review	MGM	\$450.00	0.10	\$45.00
03 /27/12	receipt Karen Harvey email, email to Karen Harvey, Dan Hogan, Michel Belanger and Careen Hannouche, review documents and consider issues raised re: Don Pinchin meeting, memos to and from Cindy Yates, memo to file, detailed email to Hogan, Harvey, Belanger, Hannouche, Matt Moloci, etc.	DT	\$525.00	0.50	\$262.50
03 /27/12	Emails from Karen Harvey and David Thompson regarding Pinchin invoice and response to Fee Auditor's inquiries	MGM	\$450.00	0.10	\$45.00
03 /29/12	receipt Careen Hannouche email regarding Pinchin invoice and response to Fee Auditor's inquiries	DT	\$525.00	0.10	\$52.50
03 /29/12	Further emails from Karen Harvey and Careen Hannouche regarding response to Fee Auditor; email from Cindy Yates regarding receipt and reconciliation of Grace payment for August and September 2011 holdbacks but not July 2011; review	MGM	\$450.00	0.10	\$45.00
02 /29/12	review dockets for period February 1, 2012 to February 29, 2012, amend dockets, review disbursements, discuss with David Thompson, draft account, review with David Thompson and Matt Moloci, assemble account into form required by U.S. Bankruptcy Court, email to Karen Harvey enclosing monthly fee application for the period of February 1, 2012 to February 29, 2012	LC	\$120.00	2.00	\$240.00
SUB-TOTAL				10.95	\$4,796.25

TIMEKEEPER	ID	HOURS	RATE	TOTAL	PLUS 13% H.S.T
DAVID THOMPSON 23 + years	DT	7.05	\$525.00	\$3,701.25	\$481.16
MATTHEW G. MOLOCI 13 + years	MGM	1.90	\$450.00	\$855.00	\$111.15
LAW CLERK Cindy Yates 30 years	CY	2.00	\$120.00	\$240.00	\$31.20

SUB-TOTAL:	10.95		\$4,796.25	\$623.51
TOTAL FEES AND TAXES:	\$5,419.76			

DISBURSEMENTS SUMMARY

DATE	DISBURSEMENT	HST EXEMPT	HST NON-EXEMPT	PLUS 13% H.S.T.	TOTAL
03/01/12 03/31/12	Long Distance Calls – Various calls from March 1, 2012 – March 31, 2012		\$3.62	\$0.47	\$4.09
TOTAL DISBURSEMENTS:			\$3.62	\$0.47	4.09

TOTAL FEES AND APPLICABLE TAXES:	\$5,423.85
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THIS IS OUR FEE APPLICATION,
Per:

SCARFONE HAWKINS LLP
E. & O.E.

*Del. Bankr. LR 2016-2(e)(iii) allows for
\$.10 per page for photocopies.

EXHIBIT B

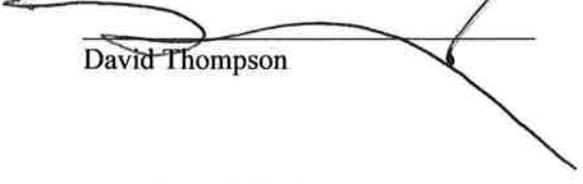
CERTIFICATION PURSUANT TO DEL. BANKR. LR. 2016-2(f)

PROVINCE OF ONTARIO :
: ss
CITY OF HAMILTON :

I, David Thompson, after being duly sworn according to law, depose and say as follows:

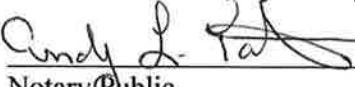
1. I am a partner of the applicant firm, Scarfone Hawkins LLP (the "Firm").
2. On February 9, 2006, the CCAA Court entered an Order appointing Lauzon Bélanger inc. and Scarfone Hawkins LLP as Representative Counsel ("Representative Counsel").
3. On March 19, 2010, this Court signed a Modified Order appointing Representative Counsel as Special Counsel ("Special Counsel") for the Canadian ZAI Claimants *nunc pro tunc* to December 21, 2009, through the effective date of the plan.
4. Special Counsel has rendered professional services as counsel for the Canadian ZAI Claimants.
5. I am familiar with the other work performed on behalf of Special Counsel by the lawyers and paraprofessionals of the Firm.
6. I have reviewed the foregoing monthly application of Scarfone Hawkins as Special Counsel and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. LR 2016-2 and the Amended Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, signed April 17, 2002, and submit that the Application is correct and materially complies with the applicable orders, rules, guidelines and requirements as set forth by, this Bankruptcy Court and the Executive Office for the United States Trustee.

I verify under penalty of perjury that the foregoing is true and correct.



David Thompson

SWORN AND SUBSCRIBED
Before me this 2nd day of May, 2012.



Notary Public
My Commission Expires: _____

Cindy Lea Yates, a Commissioner, etc.,
City of Hamilton, for Scarfone Hawkins LLP,
Barristers and Solicitors.
Expires March 21, 2015.